

Conflict of Interest Policy for the International Dark-Sky Association (January 2014)

The purpose of the following policy and procedures is to complement the bylaws of International Dark-Sky Association (hereinafter "IDA") to prevent the personal interest of its Directors, officers, committee members, representatives, and employees from interfering with the performance of their duties to IDA or resulting in personal financial, professional, or political gain on the part of such persons at the expense of IDA or its members, supporters, and other stakeholders.

DEFINITIONS

- **Conflict of interest** (also *Conflict*) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. "Persons in a position of trust" include members of IDA's Board of Directors; its officers, committee members, and representatives; and IDA employees.
- **Board** means IDA's Board of Directors. *Director* means an elected or appointed member of IDA's Board of Directors. *Officer* means an officer of IDA. *Committee member* means a person, other than a Director, appointed to serve on a committee of the Board. *Employee* means a person who receives all or part of her/his income from the payroll of IDA.
- **Representative** means a person, other than a Director, who receives no compensation for services and expertise provided by him/her to IDA and retains a significant independent decision-making authority to commit resources of the organization.
- **Member** means a voting member of IDA. *Supporter* means corporations, foundations, individuals, 501(c)(3) nonprofits, and other organizations that contribute to IDA.

POLICY AND PRACTICES

- 1) Full disclosure, by notice in writing, shall be made by the interested parties to the Board of Directors in all conflicts of interest, including but not limited to the following:
 - a) A Director is related to another Director or employee by blood, marriage, or domestic partnership.
 - b) An employee in a supervisory capacity is related to another employee whom she/he supervises.
 - c) A Director or his/her organization stands to benefit directly or indirectly from a transaction between IDA and another organization.
 - d) An employee receives payment from any contract, goods, or services (other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and/or by Board policy).
 - e) A Director's organization receives grant funding from IDA.
 - f) A Director or employee is a member of the governing body of a supporter of IDA.
 - g) A representative working on behalf of IDA who meets any of the situations or criteria listed above.
- 2) Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists. If so, the Board shall determine whether IDA can establish a transaction or arrangement from a person or entity that would not give rise to a conflict of interest. After this due diligence, the Board will vote to authorize or reject the disclosed transaction or take any other action deemed necessary to address the conflict and protect IDA's best interests. Interested persons may not be present for either vote. Such votes shall be by a majority vote without counting the vote of any interested Director, even if the one or more disinterested Directors present represent less than a quorum.
- 3) If the Board determines that a person in a position of trust has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- 4) A Director or committee member who is formally considering employment with IDA must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Director's elected term, which will not be extended because of the leave. A Director or committee member who is formally considering employment with IDA must submit a written request for a temporary leave of absence to the Secretary of the Board indicating the time period of the leave. The Secretary will inform the President of the Board of such a request.

The President will bring the request to the full Board for action. The request and any action taken shall be reflected in the official minutes of the Board.

- 5) An interested Director, officer, representative, or employee shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Director or committee member.
- 6) Anyone in a position to make decisions about allocating IDA's resources (e.g. transactions such as purchasing contracts) — and who also stands to benefit from that decision — has a duty to disclose that conflict as soon as it arises or becomes apparent; s/he should not participate in any final decisions.
- 7) A copy of this policy shall be given to all Directors, officers, representatives, employees, or other key stakeholders upon commencement of such person's relationship with IDA or at the official adoption of stated policy. Each such person shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
- 8) To ensure that IDA does not engage in activities that could jeopardize its tax-exempt status, the Board shall periodically conduct reviews to determine whether its compensation and benefits arrangements are reasonable; and whether its contracts or agreements with outside parties conform to IDA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- 9) This policy and disclosure form must be filed annually by all specified parties.

International Dark-Sky Association Conflict of Interest Disclosure Form (2014)

Date: _____

Name (printed): _____

Position (Director/Officer/Committee member/Employee/Representative): _____

Describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between IDA and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict(s) of interest to report:

(specify other nonprofit and for-profit boards you or your spouse sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, understand, and agree to abide by the Conflict of Interest Policy of International Dark-Sky Association.

Signature: _____ Date: _____